

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
Gawker Media LLC, <i>et al.</i> , ¹	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER GRANTING GAWKER MEDIA’S OBJECTION TO IRS CLAIMS

Upon the objection and motion (collectively, the “Objection”) of Gawker Media LLC (“Gawker Media”), as a debtor and debtor in possession in the above-captioned cases (the “Bankruptcy Cases”), for entry of an order (the “Order”) disallowing the IRS Claims No. 317 (the “Original IRS Claim”), 323 (the “First Amended IRS Claim”), and 333 (the “Second Amended IRS Claim”), and determining Gawker Media’s federal income taxes for the tax years 2013, 2014 and 2015; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157, 1334, and 2201(a) and 11 U.S.C. §§ 105(a), 106 and 505(a); and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Objection is in the best interests of Gawker Media’s estate, its creditors, and other parties in interest; and the Court having found that Gawker Media provided appropriate notice of the Objection and the opportunity for a hearing on the Objection under the circumstances; and the Court having reviewed the Objection and having heard the statements in support of the relief

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft) (5056). Gawker Media LLC and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Gawker Media's Objection is sustained as set forth herein. All capitalized terms used but not defined herein shall have the meanings attributed to such terms in the Objection.

2. Gawker Media has no federal income tax liability for the tax years 2013, 2014 and 2015.

3. The Original IRS Claim and First Amended IRS Claim are disallowed as superseded.

4. The Second Amended IRS Claim is disallowed in its entirety.

5. Prime Clerk, as the Court-appointed claims agent in the Bankruptcy Cases, is hereby authorized and directed to make such revisions to the Claims Register as are necessary to reflect the disallowance of the IRS Claims at Claim Nos. 317, 323, and 333.

6. Gawker Media is authorized to take all actions necessary to implement this Order.

7. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

SO ORDERED.

New York, New York

Dated: _____, 2017

THE HONORABLE STUART M BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE